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**FLORIDA PROFIT/NON PROFIT CORPORATION
URBAN BLU ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
URBAN BLU ASSOCIATION, INC.
(a corporation not-for-profit)**

I. NAME AND DEFINITIONS.

The name of this corporation shall be Urban Blu Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Urban Blu to be recorded in the Official Records of Bay County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be 220 McKenzie Avenue, Panama City, FL 32401, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A.

1. To own, maintain, insure, repair, and replace as necessary the North Road and the South Road, also known as Urban Blu Blvd., both of which are located in the over 100 Urban Blu Project in Panama City Beach, FL (the "Roadways");
2. To own, maintain and insure the Urban Blu signs located near Front Beach Road, Panama City Beach, Florida and Panama City Beach Parkway, Panama City Beach, Florida (the "Signs"); and

B. To maintain as necessary water and sewer infrastructure located within the Roadways which are not otherwise maintained under the Shared Maintenance Agreement recorded at Official Records Book 4272, Page 34, of the Public Records of Bay County, Florida, or owned and maintained by municipal or county governmental entities.

C. To perform other such functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and condition of the Corporation's Bylaws (the "Bylaws") or the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation and the Declaration.

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B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To make, perform or carry out contracts of every kind with any person, firm, corporation or association in furtherance of the Association's obligations; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix annual assessments to be levied against all of the properties which are incorporated into the overall Urban Blu Project; and to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

F. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

G. To obtain adequate insurance on all insurable assets of the Association.

H. In general, to have all powers conferred upon a not-for-profit corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. **MEMBERS.**

The members of the Association ("Members") shall consist of the Owners of each of the parcels of property which makeup the overall Urban Blu Project. The Association is made up of Owners of parcels of property, most, if not all, of which are entities, i.e. LLCs, corporations, trusts. Those entities are, in fact, the Members, however, in order for the Association to function, each Member shall designate one (1) person who can speak authoritatively for the Member and who will attend Board of Directors meetings representing the various Members. The Board will designate a secretary to maintain a roll of the names of the individuals who represent each of the Members. The individuals may change from time to time, and it will be the responsibilities of the Members to inform the Board of the then current individuals name and address and email address which has the authority to speak for each Member.

VI. **VOTING AND ASSESSMENTS.**

Members voting rights and the Association's assessment powers shall be as set forth in the Declaration.

VII. **BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of the (3) Directors. The initial Directors shall be appointed by Sand Holdings, LLC, the original developer of the overall Urban Blu Project to hold office until next annual meeting when Board shall be elected. The Directors shall be Members of the Association.

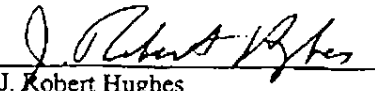
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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

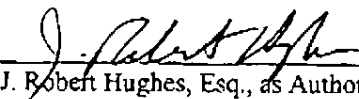
URBAN BLU ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 220 MCKENZIE AVENUE, PANAMA CITY, FLORIDA 32401 HAS NAMED BARRON & REDDING, P.A., WHOSE ADDRESS IS 220 MCKENZIE AVENUE, PANAMA CITY, FLORIDA 32401, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

URBAN BLU ASSOCIATION, INC.


J. Robert Hughes
Incorporator

Dated: July 29, 2021

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


J. Robert Hughes, Esq., as Authorized Agent of
Urban Blu Association, Inc.
Registered Agent

Dated: July 29, 2021

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